

PROFFER STATEMENT
GEP/S HYBRID ENERGY PARK
ZMAP 2009-0005, SPEX 2009-0009 & CMPT 2009-0001

August 20, 2009
Revised November 20, 2009
Revised January 6, 2010
Revised February 26, 2010
Revised March 8, 2010
Revised March 30, 2010
Revised April 19, 2010

Green Energy Partners/Stonewall, LLC, applicant, together with **Evergreen Loudoun – One Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcels 38 (42.47 acres) and 38A (.32 acre) (PIN #193-38-4362 and 193-49-0539), and **John A. Andrews, Trustee**, record owner of Loudoun County Tax Map 61, Parcel 12 (30.88 acres) (PIN #193-39-3665) and **LTI Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcel 39 (15.20 acres of 59.94 acres)(PIN #194-48-6020) and Loudoun County Tax Map 61, Parcel 14 (11.96 acres) (PIN #193-29-6778), collectively the “Subject Property” consisting of a total of approximately 101 acres, (the above referenced record owners and applicant shall hereafter be referred to as the “Applicant”), hereby voluntarily proffers, pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance of Loudoun County, Virginia (hereinafter referred to as “Zoning Ordinance”), as amended, that in the event the Loudoun County Board of Supervisors approves ZMAP 2009-0005, to change the zoning designation of the Subject Property to the Planned Development – General Industry (“PD-GI”) zoning district and as more particularly shown on the Concept Plan/ZMAP/SPEX/CMPT Plat (identified below), the development of the Subject Property will be in substantial conformance with the following proffered terms and conditions.

I. LAND USE

1. CONCEPT PLAN/ZMAP/SPEX/CMPT PLAT

The development of the Subject Property shall be in substantial conformance with Sheets 1, 2, 5 and 6 (“Concept Plan”) of the plan set titled “Green Energy Partners/Stonewall Hybrid Energy Park Zoning Map Amendment Application 2009-0005, Special Exception Application 2009-0009 & Commission Permit Application



2009-0001”, dated July, 2009, and revised through March 30, 2010, prepared by William H. Gordon Associates, Inc. and shall be in substantial conformance with the conditions set forth below. The Concept Plan shall control the general development layout of the Subject Property. The Applicant shall have reasonable flexibility in the final design during site plan review to accommodate minor modifications necessitated by grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations. The Applicant shall develop the Subject Property, excepting only that approximately 10-acre portion containing the permanent private travelway providing access to Sycolin Road, with a “*Utility generating plant and transmission facility, pursuant to 4-607(H)*” as a principal use, as listed in Section 4-604(I) of the Zoning Ordinance, with related accessory uses as permitted by approved special exception in the PD-GI zoning district. No other PD-GI uses as listed in Section 4-600 of the Zoning Ordinance either permitted by right or allowed by special exception shall be permitted on the Subject Property.

The development of the Subject Property shall also be subject to the advertised zoning modification of Section 4-606 (B) of the Zoning Ordinance which is shown on Sheet 2 of the Concept Plan and pursuant to Section 6-1504 of the Zoning Ordinance. Said zoning modification specifically pertains to the “STEAM TURBINE”, as shown on Sheet 5 of the Concept Plan, and allows for the “STEAM TURBINE”, if enclosed, to be built to a maximum height of one hundred (100) feet without the additional setback specified in Section 4-606 (B) of the Zoning Ordinance.

As a proffered commitment in addition to the requirement for substantial conformity with the Special Exception Plat imposed in the SPEX 2009-0009 development conditions, the Applicant shall install an active solar electrical power generating array on the Subject Property within the area identified on the Concept Plan as “Solar Array Area”. The solar electrical power generating cells within this solar array shall be mounted on individual poles that will reduce ground impacts and enhance the

establishment and sustainability of the meadowland habitat within this “Solar Array Area” required under the SPEX 2009-0009 development conditions.

II. TRANSPORTATION

2. ON-SITE PRIVATE TRAVELWAYS

The Applicant shall construct all on site travelways on the Subject Property in the locations as shown on the Concept Plan, and in accordance with the County of Loudoun’s Land Subdivision and Development Ordinance (“LSDO”) and Facilities Standards Manual (“FSM”), as may be applicable, to provide on-site access to the Subject Property. Prior to approval of the first site plan for the Subject Property emergency ingress and egress easements will be created and established on all on-site travelways on the Subject Property by the recordation of a deed or deeds of easement approved by the County Attorney, and associated plat or plans approved by the Director of Building and Development, which shall provide that the Applicant shall be responsible for the construction, repair and maintenance of said travelways and that neither the County nor the Virginia Department of Transportation (“VDOT”) shall have any such responsibility. The Applicant shall construct the on-site private travelways providing access to the Subject Property from Sycolin Road (State Route 643) in the location as shown on the Concept Plan and in conformance with the LSDO and the FSM and shall construct, or bond for construction, the new Sycolin Road private travelway entrance in conformance with VDOT minimum standards as determined at time of first site plan approval.

3. GANT LANE (ROUTE 652) RIGHT-OF-WAY RESERVATION

The Applicant shall reserve for future dedication to the County, as public right of way, land on the Subject Property and also along the Subject Property’s frontage in amounts sufficient to provide a maximum Gant Lane (State Route 652) right-of way width up to 50 feet within the Subject Property and up to a maximum of 25 feet to the proposed centerline of Gant Lane along the Subject Property’s frontage for the ultimate 50-foot road section of Gant Lane. The aforementioned future dedication of



reserved rights-of-way shall be granted to the County, at no public cost, upon written request by the County when said rights-of-way have been determined by the County to be needed for the widening of Gant Lane. Said reservation shall be created and established on the Subject Property by the recordation of a deed or deeds of reservation approved by the County Attorney in conjunction with the first site plan for the Subject Property.

In addition to the foregoing right-of-way reservation, the Applicant will grant at time of ultimate right-of-way dedication all necessary easements outside of the right-of-way relating to road construction and road maintenance for utilities, drainage and grading.

In light of the presence of sensitive environmental features, habitat and 100-year floodplain present along Gant Lane, no further road improvements shall be constructed by Applicant along Gant Lane within the 100-year floodplain.

4. CONSTRUCTION TRAFFIC

Prior to the first site plan approval for the Subject Property, the Applicant shall seek and obtain approval from VDOT and Loudoun County of a delivery and construction traffic plan for construction-related access on the permanent private travelway access point on Sycolin Road.

5. RESERVATION OF RIGHT-OF-WAY FOR FUTURE DEDICATION –
COCHRAN MILL ROAD, RELOCATED.

The Applicant shall reserve for possible future dedication and conveyance to the County, at no public cost, a strip of right-of-way up to seventy-feet (70') in width, together with any needed associated temporary grading and/or permanent drainage and grading easements for a portion of the Cochran Mill Road (Route 653) Relocated alignment in conformance with the Countywide Transportation Plan and in the general area as more particularly shown on Sheet 5 of the Concept Plan as

“(Realigned Rte 653)”. The final location of Cochran Mill Road Relocated through the Subject Property shall be determined by the County during the processing of the road construction plans and profiles for Cochran Mill Road Relocated. The foregoing reservation shall be limited to a period of twenty-one (21) years from the date of approval of this ZMAP 2009-0005 and shall thereafter immediately and automatically terminate unless the County shall have previously requested the dedication, which said request by the County shall suspend the running of the 21-year period. At any time during the 21-year reservation period, the County may request dedication of the said reserved right-of-way and/or conveyance of any needed associated temporary grading and/or permanent drainage and grading easements for Cochran Mill Road Relocated following submission of road construction plans and profiles for such road construction and when determined by the County to be **needed for actual construction of this realigned public road. Said reservation shall be** created and established on the Subject Property by the recordation of a deed or deeds of reservation approved by the County Attorney in conjunction with the first site plan for the Subject Property.

III. ENVIRONMENTAL

6. FEDERAL AND STATE PERMITS

Prior to construction of the utility generating plant and transmission facility proposed in SPEX 2009-0009 and CMPT 2009-0001, the Applicant shall obtain all of the required federal and state permits necessary for the construction of the utility generating plant and transmission facility, and shall provide the Department of Building and Development with copies of these permits prior to first site plan approval.

7. LOW IMPACT DEVELOPMENT DESIGN/BEST MANAGEMENT PRACTICES (BMP's)

Development of the Subject Property shall incorporate low impact development design and BMP techniques to filter on-site run-off and protect the water quality of Sycolin Creek. The low impact development design and best management practices



will include the appropriate site-specific water control techniques recommended in the latest edition of the Virginia Stormwater Management Handbook and the FSM.

8. CASH CONTRIBUTION TOWARD REGIONAL STREAM MONITORING STATION ON SYCOLIN CREEK.

The Applicant shall provide a cash contribution in the amount of \$7,500 to the County not later than approval of the first site plan or grading permit for the Subject Property, whichever event occurs sooner in time, to assist with the costs associated with the design, construction, and installation of an off-site regional stream monitoring station on the Sycolin Creek, in the Lower Sycolin watershed, at a point in the stream to be determined to be appropriate by Loudoun County, that can provide stream water quality data and trends and discern the sources of pollutants from residential, agricultural, industrial landowners upstream, in conformance with the CH2M Hill Loudoun County Stream Valley Water Quality Study.

9. TREE SAVE AREAS AND REPLANTING AREAS

Prior to first site plan approval, the Applicant shall coordinate with the County Urban Forester to develop a forest management plan and accompanying planting plan for the areas identified on Sheet 5 of the Concept Plan as Tree Save Area ("TSA's") and Replanting Areas ("RA's"), respectively, on the Subject Property. This forest management plan shall include recommendations that provide for sustained growth and optimum viability for all TSA's. The planting plan will include site description, site preparation, specie selection, stocking, establishment method, size, plant material protection and maintenance until establishment has been achieved.

Within the areas identified on the Concept Plan as TSA's, the Applicant shall preserve healthy trees provided, however, that trees may be removed to the extent necessary for the construction of stormwater management facilities that are required and/or shown on the site plan as lying within such TSA's and for the construction of utilities necessary for development of the Subject Property. A minimum of eighty



(80) percent of the canopy within the cumulative TSA's depicted on the Concept Plan will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the eighty (80) percent canopy threshold cannot be achieved within the designated TSA's, such lost canopy will be recaptured elsewhere onsite in locations to be designated at the discretion of the Applicant in consultation with the County Urban Forester.

If, during construction on the Subject Property, it is determined by the Applicant's certified arborist and/or the County Urban Forester that any healthy tree located within the boundaries of any of the TSA's as described in this proffer has been damaged during construction and will not survive, then, prior to any subsequent bond release for the Subject Property, the Applicant shall remove each such tree and replace each such tree with two (2) 2_ - 3 inch caliper native, non-invasive deciduous trees. The placement of the replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area on the Subject Property as determined by the County Urban Forester.

10. RIVERS AND STREAM CORRIDOR RESOURCES MANAGEMENT BUFFER

The Applicant shall preserve and protect existing trees, vegetation, and environmental features within the areas identified on Sheet 5 of the Concept Plan as Rivers and Stream Corridor Resources Management Buffer ("Management Buffer") that are not located within the TSA's. No land disturbing activity will be permitted in the Management Buffer areas with the exception of disturbance necessary for road construction, bridge installation, stormwater management, drainage improvements, water lines, sanitary sewer lines, slope stabilization, wetlands mitigation, landscaping, or other project utilities. The Applicant, its successors and/or assigns will be prohibited from clearing any trees (other than invasive species, dead, dying or diseased trees) in the Management Buffer area, with the exceptions as stated above.



Prior to and during construction, to protect the Management Buffer area, the Applicant will use temporary chain link fencing or super silt fencing in lieu of the plastic orange fencing required by the FSM, if approved by the Department of Building and Development. Chain link fencing will not be required in areas employing super silt fencing.

11. WETLANDS MITIGATION

In the event the U.S. Army Corp of Engineers or the Virginia Department of Environmental Quality ("DEQ") determine, at the time of first site plan approval or construction plan approval, that any jurisdictional wetland areas are affected by the proposed development which require mitigation, the Applicant shall provide such required mitigation, in order of preference, as follows: 1) on the Subject Property, 2) within the Sycolin Creek Watershed within the same Planning Policy Area, 3) within the Sycolin Creek Watershed outside the Planning Policy Area, 4) within Loudoun County, and 5) within other areas outside of Loudoun County, subject to approval by the U.S. Army Corps of Engineers and DEQ.

12. LIGHTING

The Applicant shall install lighting that is directed downward and inward, full cutoff and fully shielded, and in full conformance with Zoning Ordinance and FSM requirements. All exterior luminaries shall be of a "shoebox" design and utilize cut-off optics, where feasible. All luminaries shall be I.E.S. ("Illuminating Engineering Society") Type V lenses that give circular light distribution for a maximum coefficient of utilization.

13. SYCOLIN CREEK

At the time of issuance of the first zoning permit on the Subject Property, the Applicant will coordinate with Keep Loudoun Beautiful to adopt a section of Sycolin Creek from Sycolin Road and extending through the Subject Property for clean up of



trash and debris during the annual Keep Loudoun Beautiful River and Stream clean up day.

14. GREEN BUILDING STANDARDS

The Applicant shall design the Administration Building and the Guardhouse/Visitor Center to achieve the Leadership in Energy and Environmental Design ("LEED") Certified status for design, building and operation of these habitable buildings requiring issuance of Certificates of Occupancy ("CO").

In addition to the standard site plan performance bonding required for site plans, the Applicant shall also furnish a surety satisfactory to the County prior to site plan approval, in the amount of \$.03 per square foot of habitable space in the Administration Building and the Guardhouse/Visitors Center. Such surety shall guarantee the Applicant's commitment to design said buildings to achieve the LEED Certified status and shall be released only upon a determination by the United States Green Building Council or by County Staff that LEED Certified status for the said buildings has been achieved.

IV. HISTORIC RESOURCES AND PARK EASEMENT

15. ARCHAEOLOGICAL SITES #44LD1326, #44LD1328 AND BARN #053-5278

Prior to and during construction, to protect the above-referenced historic resources, the Applicant will use temporary chain link fencing or super silt fencing in lieu of the plastic orange fencing required by the FSM, if approved by the Department of Building and Development. Chain link fencing will not be required in areas employing super silt fencing.

16. LOWER SYCOLIN SETTLEMENT

At the time of issuance of the first zoning permit, the Applicant shall contribute \$35,000 to fund the production of the narrative to document the collective history of the post Civil War historic African American community known as Lower Sycolin.



This contribution shall be made payable to Loudoun County. The County shall use this funding for the research and documentation of the historic Lower Sycolin community by a professional consultant meeting the Secretary of the Interior's Professional Qualification Standards (*Federal Register* 48:190:44716-44742) for history, and the subsequent production of a written report containing a narrative history of Lower Sycolin and a Web document, created for the general public, which summarizes the written report, highlights the significant historical attributes of the community and provides illustrations and graphics. The County will provide both electronic and digital copies of the report to appropriate local and regional repositories and the Applicant. The Web-based document will reside on the County's server and will be accessible to the general public. The Property Owner shall retain ownership of any artifacts found on the Subject Property.

17. PASSIVE PARK AND REGIONAL TRAIL

Prior to first site plan approval, the Applicant shall grant an easement to the County, at no public cost, by recordation of a deed in form as approved by the County Attorney, for passive park and/or trail uses on the north side of and adjacent to Sycolin Creek, as more particularly shown on the Concept Plan. In addition to this easement, the Applicant shall make a contribution to the County in the amount of Fifteen Thousand Dollars (\$15,000) at time of issuance of the first zoning permit on the Subject Property. This contribution shall be designated for trail phasing within the Philip A. Bolen Memorial Park for connection to the W&OD Regional Park Trail.

V. FIRE, RESCUE AND EMERGENCY SERVICES

18. ONE-TIME CONTRIBUTION

The Applicant shall make a one-time contribution to the servicing fire and rescue companies in the amount of Fifty Thousand Dollars (\$50,000) payable to the County at the time of issuance of the first zoning permit and this contribution shall be divided equally between the servicing fire and rescue companies.



19. EMERGENCY OPERATIONS PLAN

The Applicant shall be responsible for providing first response to any emergency in relation to the operation of the Facilities. In addition, the Applicant shall, prior to site plan approval, contact the Loudoun County Department of Fire, Rescue and Emergency Services to discuss development of an Emergency Operations Plan to include an evacuation plan and access and circulation of emergency personnel and emergency vehicles throughout the Subject Property. The Applicant shall prepare at its own cost, prior to site plan approval, an Emergency Operations Plan and shall submit such plan to the Loudoun County Department of Fire, Rescue and Emergency Services for review and approval to ensure that the site layout provides emergency vehicles and personnel adequate access and circulation throughout the Subject Property. Thereafter, the Applicant shall implement the approved Emergency Operations Plan prior to commencement of operation of the Special Exception Use. The Applicant shall be responsible for providing first response to any emergency in relation to the operation of the Special Exception Use, and on-site employees shall be trained as first responders to any such emergency.

VI. CONTRIBUTION ESCALATION

20. CONTRIBUTION ESCALATION

All cash payments or contributions required or permitted in this proffer statement shall escalate on an annual basis beginning one year after zoning approval and be adjusted effective January 1st of each year thereafter, based on the Consumer Price Index, for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area with 2010, as the base year.



VII. CONDITIONAL REVERSION OF SUBJECT PROPERTY PD-GI ZONING

21. CONDITIONAL ZONING REVERSION

The rezoning of the Subject Property from TR-10 and JLMA-20 to the PD-GI classification is solely to allow the utility generating plant and transmission facility that is the subject of SPEX 2009-0009 and CMPT 2009-0001, which use is not allowed under the TR-10 and JLMA-20 classifications. The Subject Property may not be used for any other uses allowed by right or by special exception in the PD-GI district. The conditions of approval for SPEX 2009-0009 specifically provide that the approval of the utility generating plant and transmission facility use is valid for a period of ten (10) years. The special exception approval does not expire if, within that ten (10) year period (1) a building permit for the utility generating plant and transmission facility has been issued and construction is diligently pursued, or (2) a certificate of occupancy has been issued and the utility generating plant and transmission facility use has commenced. The Applicant agrees that after the expiration of the ten (10) year period of validity, and any approved extensions of that period of validity, the Board of Supervisors may rezone the Subject Property on its own motion to any reasonable zoning classification consistent with the comprehensive plan existing at that time. In addition, if at any time there is a final decision by any federal agency, state agency, or regional transmission entity, following an exhaustion of all allowed appeals, premised upon an original or any subsequent resubmitted or modified application(s) by the Applicant or its lessee, that constitutes a final and unappealable judgment disallowing the establishment or operation of the utility generating plant and transmission facility, then the Board may rezone the Subject Property on its own motion to any reasonable zoning classification consistent with the comprehensive plan at that time. For purposes of this proffer, the Applicant and any lessee waive any vested rights or other restrictions limiting the Board's right to approve and apply a new zoning classification for the Subject Property after (1) the expiration of the period of validity, as may be extended by the Board of Supervisors, of the special exception use for a utility generating plant and transmission facility, or (2) a final decision by any federal agency, state agency or



regional transmission entity, following an exhaustion of all allowed appeals, premised upon an original or any subsequent resubmitted or modified application(s) by the owner or applicant, that constitutes a final and unappealable judgment disallowing the establishment of the utility generating and transmission facility, whichever is sooner.

VIII. BINDING EFFECT

22. BINDING EFFECT

The undersigned hereby warrant that all of the owners with a legal interest in the Subject Property have signed this Proffer Statement, that no signature from any additional party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that they, together with the others signing this document, have full authority to bind the Subject Property to these conditions, and that this Proffer Statement is entered into voluntarily.

[SIGNATURE PAGES FOLLOW THIS PAGE]

A handwritten signature in black ink, appearing to be a stylized 'S' or 'A' with a small mark above it.

GREEN ENERGY PARTNERS/STONEWALL,
LLC

BY: [Signature]

NAME: John A. Andrews II

TITLE: Managing Member

STATE OF Virginia
~~CITY~~/COUNTY OF Loudoun : to-wit:

The foregoing instrument was acknowledged before me, this 13th day of April, 2010, by John A. Andrews II as Managing Member, of Green Energy Partners/Stonewall, LLC

[Signature]
Notary Public

My Commission Expires: 4-30-2012



[Signature]

EVERGREEN LOUDOUN – ONE LIMITED
PARTNERSHIP
BY: Evergreen Loudoun-One Investments, Inc.
ITS: General Partner

BY: Mary Grace Day
NAME: Mary Grace Day
TITLE: President

DISTRICT
~~STATE OF~~ Columbia
CITY/COUNTY OF WASHINGTON : to-wit:

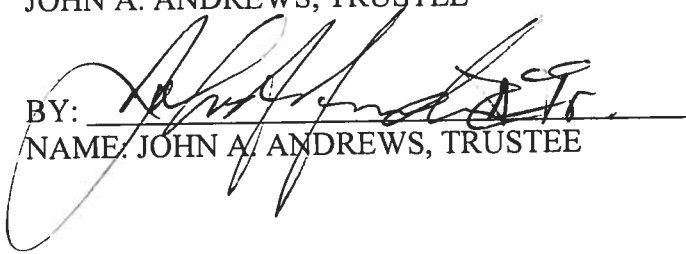
The foregoing instrument was acknowledged before me, this 19 day of April, 2010, by Mary Grace Day, as President of Evergreen Loudoun-One Investments, Inc., being the General Partner of Evergreen Loudoun – One Limited Partnership.

Keauna L. Ray
Notary Public, District of Columbia
My Commission Expires 6/30/2014

Keauna Ray
Notary Public

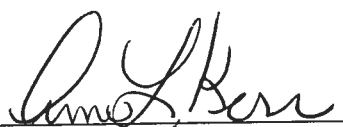
My Commission Expires: 6/30/2014

JOHN A. ANDREWS, TRUSTEE

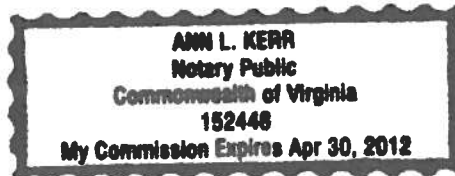
BY: 
NAME: JOHN A. ANDREWS, TRUSTEE

STATE OF Virginia
CITY/COUNTY OF Loudoun: to-wit:

The foregoing instrument was acknowledged before me, this 13th day of April, 2010, by John A. Andrews, Trustee.


Notary Public

My Commission Expires: 4-30-2012



LTI LIMITED PARTNERSHIP
BY: Capitol Properties, Inc.
ITS: General Partner

BY: Stephen J. Garchik
NAME: Stephen J. Garchik
TITLE: President

STATE OF Virginia
CITY/COUNTY OF Fairfax: to-wit:

The foregoing instrument was acknowledged before me, this 13th day of April, 2010, by Stephen J. Garchik, as President of Capitol Properties, Inc., being the General Partner of LTI Limited Partnership.

Tamara S. DePaolis
Notary Public

My Commission Expires:

